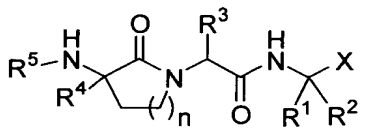
WHAT IS CLAIMED:

1. A method for treating cancer comprising administering to a mammal in need thereof, either alone or in combination with at least one other anticancer agent, a therapeutically effective amount of a compound of Formula I:



(I)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein

the lactam ring of Formula (I) is substituted with 0-2 R^b;

X is selected from the group:

$B(OH)_2$, BY^1Y^2, and $C(=O)C(=O)NHR^{1a}$;

Y^1 and Y^2 are independently selected from:

a) -OH,

b) -F,

c) $-NR^{18}R^{19}$,

d) C_1-C_8 alkoxy, or

when taken together, Y^1 and Y^2 form:

e) a cyclic boron ester comprising from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

f) a cyclic boron amide comprising from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or

g) a cyclic boron amide-ester comprising from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

R^1 is selected from the group:

C_{1-10} alkyl substituted with 0-3 R^a;

C_{2-10} alkenyl substituted with 0-3 R^a;

C_{2-10} alkynyl substituted with 0-3 R^a; and

C_{3-6} cycloalkyl substituted with 0-3 R^a;

R^{1a} is selected from the group:

C_{1-10} alkyl substituted with 0-3 R^a;

C_{2-10} alkenyl substituted with 0-3 R^a;

C_{2-10} alkynyl substituted with 0-3 R^a; and

C_{3-6} cycloalkyl substituted with 0-3 R^a;

R^a is selected at each occurrence from the group:

C_{1-3} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CF_3, OH, =O, C_{1-6} alkoxy, SH, -S-C_{1-6} alkyl;

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

-O-$(CH_2)_q$-phenyl substituted with 0-3 R^b;

-O-$(CH_2)_q$-naphthyl substituted with 0-3 R^b; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, and substituted with 0-3 R^b;

R^b is selected at each occurrence from the group:

C_{1-6} alkyl, Cl, F, Br, I, OH, C_{1-6} alkoxy, -CN, -NO_2, C(O)OR^7, NR^dR^d, CF_3, OCF_3, and C_{3-6} cycloalkyl;

R^2 is H;

alternatively, R^1 and R^2 combine to form a C_{3-5} cycloalkyl group;

R^3 is selected from the group:

C_{1-6} alkyl substituted with 0-2 R^a;

C_{2-6} alkenyl substituted with 0-2 R^a;

C_{2-6} alkynyl substituted with 0-2 R^a;

$-(CH_2)_q-C_{3-6}$ cycloalkyl substituted with 0-2 R^a;

$-(CH_2)_q$-phenyl substituted with 0-2 R^a;

$-(CH_2)_q$-naphthyl substituted with 0-2 R^a; and

$-(CH_2)_q$-5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, and substituted with 0-2 R^a;

R^4 is selected from the group:

H;

C_{1-6} alkyl substituted with 0-3 R^b;

phenyl substituted with 0-3 R^b;

benzyl substituted with 0-3 R^b; and

phenethyl substituted with 0-3 R^b;

R^5 is H or Q-R^{5a};

Q is 0, 1, 2, or 3 amino acids;

R^{5a} is selected from the group:

$-S(O)R^6$, $-S(O)_2R^6$, $-C(O)R^6$, $-C(O)OR^8$, $-C(O)NHR^6$, C_{1-3} alkyl-R^{6a}, C_{2-6} alkenyl-R^{6a}, and C_{2-6} alkynyl-R^{6a};

R^6 is selected from the group:

C_{1-6} alkyl substituted with 0-3 R^c;

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, substituted with 0-3 R^c;

R^{6a} is selected from the group:

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, substituted with 0-3 R^c;

R^c is selected at each occurrence from the group:

C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^7$, NR^dR^d, -CN, and NO_2;

R^d is selected at each occurrence from the group:

H and CH_3;

R^7 is selected at each occurrence from the group:

H and C_{1-6} alkyl;

R^8 is selected from the group:

C_{1-6} alkyl, benzyl, and C_{3-6} cycloalkyl-methyl;

R^{18} and R^{19} at each occurrence are independently selected from H, C_1-C_4 alkyl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

n is selected from the group:

1, 2, and 3; and

q is selected the group:

0, 1, and 2.

2. The method according to claim 1 wherein:

Y^1 and Y^2 are independently selected from:

a) -OH,

b) C_1-C_8 alkoxy, or

when taken together, Y^1 and Y^2 form:

c) a cyclic boron ester comprising from 2 to 20 carbon atoms;

R^1 is selected from the group:

C_{1-6} alkyl substituted with 0-3 halogen; and

C_{2-6} alkenyl substituted with 0-3 halogen;

R^a is selected at each occurrence from the group:

C_{1-3} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CF_3, OH, =O, C_{1-6} alkoxy, SH, -S-C_{1-6} alkyl;

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

-O-$(CH_2)_q$-phenyl substituted with 0-3 R^b;

-O-$(CH_2)_q$-naphthyl substituted with 0-3 R^b; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, and substituted with 0-3 R^b;

R^b is selected at each occurrence from the group:

C_{1-6} alkyl, Cl, F, Br, I, OH, C_{1-6} alkoxy, -CN, -NO_2, C(O)OR^7, NR^dR^d, CF_3, OCF_3, and C_{3-6} cycloalkyl;

R^2 is H;

R^3 is selected from the group:

C_{1-6} alkyl substituted with 0-2 R^a;

C_{2-6} alkenyl substituted with 0-2 R^a;

C_{2-6} alkynyl substituted with 0-2 R^a;

$-(CH_2)_q-C_{3-6}$ cycloalkyl substituted with 0-2 R^a;

$-(CH_2)_q$-phenyl substituted with 0-2 R^a;

$-(CH_2)_q$-naphthyl substituted with 0-2 R^a; and

$-(CH_2)_q$-5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:
O, S, and N, and substituted with 0-2 R^a;

R^4 is selected from the group:

H;

C_{1-6} alkyl substituted with 0-3 R^b;

phenyl substituted with 0-3 R^b;

benzyl substituted with 0-3 R^b; and

phenethyl substituted with 0-3 R^b;

R^5 is H or Q-R^{5a};

Q is 0, 1, 2, or 3 amino acids;

R^{5a} is selected from the group:
$-S(O)R^6$, $-S(O)_2R^6$, $-C(O)R^6$, $-C(O)OR^8$, $-C(O)NHR^6$, C_{1-3} alkyl-R^{6a}, C_{2-6} alkenyl-R^{6a}, and C_{2-6} alkynyl-R^{6a};

R^6 is selected from the group:

C_{1-6} alkyl substituted with 0-3 R^c;

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, substituted with 0-3 R^c;

R^{6a} is selected from the group:

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:

O, S, and N, substituted with 0-3 R^c;

R^c is selected at each occurrence from the group:

C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, $C(O)OR^7$, NR^dR^d, -CN, and NO_2;

R^d is selected at each occurrence from the group:

H and CH_3;

R^7 is selected at each occurrence from the group:

H and C_{1-6} alkyl;

R^8 is selected from the group:

C_{1-6} alkyl, benzyl, and C_{3-6} cycloalkyl-methyl;

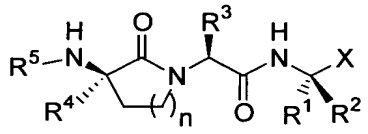
n is selected from the group:

1, 2, and 3; and

q is selected from the group:

0, 1, and 2.

3. A method for treating cancer comprising administering to a mammal in need thereof, either alone or in combination with at least one other anticancer agent, compound having Formula (III):



(III)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein:

X is a boronic acid or a boron ester of formula BY^1Y^2;

Y^1 and Y^2 are independently selected from:

a) C_1-C_6 alkoxy, or

when taken together, Y^1 and Y^2 form:

b) a cyclic boron ester comprising from 2 to 16 carbon atoms;

R^1 is selected from the group:

ethyl, n-propyl, i-propyl, n-butyl, allyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 3,3,3-trifluoropropyl, 4,4,4-trifluorobutyl, and 3-butenyl;

R^a is selected at each occurrence from the group:

C_{1-3} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CF_3, OH, =O, C_{1-6} alkoxy, SH, -S-C_{1-6} alkyl;

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

-O-$(CH_2)_q$-phenyl substituted with 0-3 R^b;

-O-$(CH_2)_q$-naphthyl substituted with 0-3 R^b; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:
O, S, and N, and substituted with 0-3 R^b;

R^b is selected at each occurrence from the group:
C_{1-6} alkyl, Cl, F, Br, I, OH, C_{1-6} alkoxy, -CN, $-NO_2$, $C(O)OR^7$, NR^dR^d, CF_3, OCF_3, and C_{3-6} cycloalkyl;

R^2 is H;

R^3 is selected from the group:
C_{1-6} alkyl substituted with 0-2 R^a;
C_{2-6} alkenyl substituted with 0-2 R^a;
C_{2-6} alkynyl substituted with 0-2 R^a;
$-(CH_2)_q-C_{3-6}$ cycloalkyl substituted with 0-2 R^a;
$-(CH_2)_q$-phenyl substituted with 0-2 R^a;
$-(CH_2)_q$-naphthyl substituted with 0-2 R^a;
$-(CH_2)_q$-5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:
O, S, and N, and substituted with 0-2 R^a;

R^4 is selected from the group:
H, methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, sec-butyl, t-butyl;
phenyl substituted with 0-3 R^b;
benzyl substituted with 0-3 R^b; and
phenethyl substituted with 0-3 R^b;

R^5 is H or $Q-R^{5a}$;

Q is 0, 1, or 2 amino acids;

R^{5a} is selected from the group:

-S(O)R^6, -S(O)$_2R^6$, -C(O)R^6, -C(O)OR^8, -C(O)NHR^6, C_{1-3} alkyl-R^{6a}, C_{2-6} alkenyl-R^{6a}, and C_{2-6} alkynyl-R^{6a};

R^6 is selected from the group:

C_{1-6} alkyl substituted with 0-3 R^c;

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, substituted with 0-3 R^c;

R^{6a} is selected from the group:

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, substituted with 0-3 R^c;

R^c is selected at each occurrence from the group:

C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, C(O)OR^7, NR^dR^d, -CN, and NO_2;

R^d is selected at each occurrence from the group:

H and CH_3;

R^7 is selected at each occurrence from the group:

H and C_{1-6} alkyl;

R^8 is selected from the group:

C_{1-6} alkyl, benzyl, and C_{3-6} cycloalkyl-methyl;

n is 1 or 2; and

q is selected from the group:

0, 1, and 2.

4. The method of claim 3 wherein:

X is a boronic acid or boron ester, wherein the ester is a diol selected from the group:

pinanediol, pinacol, 1,2-ethanediol, 1,3-propanediol, 1,2-propanediol, 2,3-butanediol, 1,2-diisopropylethanediol, 5,6-decanediol, and 1,2-dicyclohexylethanediol;

R^1 is selected from the group:

ethyl, n-propyl, i-propyl, n-butyl, allyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 3,3,3-trifluoropropyl, 4,4,4-trifluorobutyl, and 3-butenyl;

R^2 is H;

R^3 is selected from the group:

n-propyl, n-butyl, i-butyl, n-pentyl, neo-pentyl, cyclohexylmethyl, cyclopentylmethyl, phenyl, benzyl, t-butoxymethyl, benzyloxymethyl, hydroxymethyl, methoxymethyl, ethoxymethyl, propoxymethyl, and i-propoxymethyl;

R^4 is selected from the group:

methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, sec-butyl, t-butyl, phenyl, benzyl, and phenethyl;

R^5 is H or Q-R^{5a};

Q is 0, 1, or 2 amino acids;

R^{5a} is selected from the group:

$-S(O)_2R^6$, $-C(O)R^6$, $-C(O)OR^8$, $-C(O)NHR^6$, and $-CH_2-R^{6a}$;

R^6 is selected from the group:

methyl substituted with 0-3 R^c;
ethyl substituted with 0-3 R^c;
propyl substituted with 0-3 R^c;
butyl substituted with 0-3 R^c;
phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c;
benzyl substituted with 0-3 R^c; and
quinolinyl substituted with 0-3 R^c;

R^{6a} is selected from the group:

phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c;
benzyl substituted with 0-3 R^c; and
quinolinyl substituted with 0-3 R^c;

R^c is selected at each occurrence from the group:

methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, t-butyl, methoxy, ethoxy, propoxy, i-propoxy, CF_3, OCF_3, Cl, F, Br, I, OH, phenyl, C(O)OH, NH_2, -CN, and NO_2;

R^8 is methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, t-butyl, phenyl, and benzyl; and

n is 1 or 2.

5. The method of claim 4 wherein:

X is a boronic acid or a boron ester of formula BY^1Y^2;

Y^1 and Y^2 are individually selected from C_1-C_6 alkoxy, or when taken together, Y^1 and Y^2 form a cyclic boron ester where said chain or ring contains from 2 to 14 carbon atoms;

R^1 is selected from the group:

ethyl, n-propyl, i-propyl, n-butyl, i-butyl, allyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 3,3,3-trifluoropropyl, 4,4,4-trifluorobutyl, and 3-butenyl;

R^2 is H;

R^3 is selected from the group:

i-butyl, neo-pentyl, cyclohexylmethyl, t-butoxymethyl, benzyloxymethyl, hydroxymethyl, benzyl and phenyl;

R^4 is selected from the group:

ethyl, n-propyl, i-propyl, R-2-butyl, S-2-butyl, phenyl, benzyl, and phenethyl;

R^5 is selected from the group:

H,
benzyl,
m-methylphenylsulfonyl,
m-trifluoromethylphenylsulfonyl,
p-i-propylphenylsulfonyl,
p-propylphenylsulfonyl,
p-t-butylphenylsulfonyl,
p-carboxylphenylsulfonyl,
4-(1,1')biphenylsulfonyl,
1-naphthylsulfonyl,
2-naphthylsulfonyl,

8-quinolinylsulfonyl,
pyrazin-2-ylcarbonyl,
n-butylsulfonyl,
N-phenylaminocarbonyl,
N-(p-n-butylphenyl)aminocarbonyl,
benzyloxycarbonyl,
methoxycarbonyl,
t-butyloxycarbonyl,
benzoyl,
methanesulfonyl,
phenylsulfonyl,
o-nitrophenylsulfonyl,
m-nitrophenylsulfonyl, and
m-aminophenylsulfonyl; and

n is 1 or 2.

6. The method acccording to claim 5 wherein:

X is a boronic acid or boron ester, wherein the ester is a diol selected from the group: pinanediol, pinacol, 1,2-ethanediol, 1,3-propanediol, 1,2-propanediol, 2,3-butanediol, 1,2-diisopropylethanediol, 5,6-decanediol, and 1,2-dicyclohexylethanediol;

R^1 is selected from the group:
ethyl, n-propyl, i-propyl. n-butyl, i-butyl, allyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 3,3,3-trifluoropropyl, 4,4,4-trifluorobutyl, and 3-butenyl;

R^2 is H;

R^3 is selected from the group:

i-butyl, neo-pentyl, cyclohexylmethyl, t-butoxymethyl, benzyloxymethyl, hydroxymethyl, benzyl, and phenyl;

R^4 is selected from the group:

ethyl, n-propyl, i-propyl, R-2-butyl, S-2-butyl, phenyl, benzyl, and phenethyl;

R^5 is selected from the group:

H,
benzyl,
m-methylphenylsulfonyl,
m-trifluoromethylphenylsulfonyl,
p-i-propylphenylsulfonyl,
p-propylphenylsulfonyl,
p-t-butylphenylsulfonyl,
p-carboxylphenylsulfonyl,
4-(1,1')biphenylsulfonyl,
1-naphthylsulfonyl,
2-naphthylsulfonyl,
8-quinolinylsulfonyl,
pyrazin-2-ylcarbonyl,
n-butylsulfonyl,
N-phenylaminocarbonyl,
N-(p-n-butylphenyl)aminocarbonyl,
benzyloxycarbonyl,
methoxycarbonyl,
t-butyloxycarbonyl,
benzoyl,
methanesulfonyl,
phenylsulfonyl,
o-nitrophenylsulfonyl,
m-nitrophenylsulfonyl, and
m-aminophenylsulfonyl; and

n is 1 or 2.

7. The method according to claim 1 wherein said compound is selected from the group consisting of:

(1*R*)-1-({(2*S*)-3-cyclohexyl-2-(3-isopropyl-3-({(2*S*)-3-methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl}amino)-2-oxo-1-pyrrolidinyl)propanoyl}amino)-3-butenylboronic acid (+)-pinanediol ester;

(1*R*)-1-({(2*S*)-3-cyclohexyl-2-(3-isopropyl-3-({(2*S*)-3-methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl}amino)-2-oxo-1-piperidinyl)propanoyl}amino)-3-butenylboronic acid (+)-pinanediol ester;

(1*R*)-1-(({3-((methylsulfonyl)amino)-2-oxohexahydro-1*H*-azepin-1-yl}acetyl)amino)propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((2*S*)-2-(3-amino-3-isopropyl-2-oxo-1-pyrrolidinyl)-3-cyclohexylpropanoyl)amino}propylboronic acid (+)-pinanediol ester hydrochloride;

1*R*)-1-(((2*S*)-2-{3-(((1,1'-biphenyl)-4-ylsulfonyl)amino)-3-isopropyl-2-oxo-1-pyrrolidinyl}-3-cyclohexylpropanoyl)amino)propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((2*S*)-3-cyclohexyl-2-(3-isopropyl-2-oxo-3-{((4-propylphenyl)sulfonyl)amino}-1-pyrrolidinyl)propanoyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-(((2*S*)-3-cyclohexyl-2-{3-isopropyl-3-((1-naphthylsulfonyl)amino)-2-oxo-1-pyrrolidinyl}propanoyl)amino)propylboronic acid (+)-pinanediol ester;

(1*R*)-1-(((2*S*)-2-{3-((anilinocarbonyl)amino)-3-isopropyl-2-oxo-1-pyrrolidinyl}-3-cyclohexylpropanoyl)amino)propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((2*S*)-3-cyclohexyl-2-(3-isopropyl-3-{((3-methylphenyl)sulfonyl)amino}-2-oxo-1-pyrrolidinyl)propanoyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((2*S*)-3-cyclohexyl-2-(3-isopropyl-3-{((3-methylphenyl)sulfonyl)amino}-2-oxo-1-pyrrolidinyl)propanoyl)amino}propylboronic acid

(1*R*)-1-{((3-{((benzyloxy)carbonyl)amino}-3-isopropyl-2-oxo-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((3-amino-3-isopropyl-2-oxo-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester hydrochloride;

(1*R*)-1-{({3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-pyrrolidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((3-isopropyl-2-oxo-3-{((4-propylphenyl)sulfonyl)amino}-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((2*S*)-2-(3-{((benzyloxy)carbonyl)amino}-3-isopropyl-2-oxo-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((2*S*)-2-(3-amino-3-isopropyl-2-oxo-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid (+)-pinanediol ester hydrochloride;

(1*R*)-1-(((2*S*)-2-{3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-pyrrolidinyl}-4-methylpentanoyl)amino)propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((2*S*)-2-(3-isopropyl-2-oxo-3-{((4-propylphenyl)sulfonyl)amino}-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-({(2*S*)-3-cyclohexyl-2-(3-ethyl-3-({(2*S*)-3-methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl}amino)-2-oxo-1-pyrrolidinyl)propanoyl}amino)-3-butenylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((2*S*)-2-(3-{((benzyloxy)carbonyl)amino}-3-isopropyl-2-oxo-1-piperidinyl)-3-cyclohexylpropanoyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{({3-((tert-butoxycarbonyl)amino)-3-isopropyl-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((3-amino-3-isopropyl-2-oxo-1-piperidinyl)(phenyl)acetyl)amino}propylboronic acid hydrochloride (+)-pinanediol ester;

(1*R*)-1-{({3-isopropyl-3-((methoxycarbonyl)amino)-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{((3-(benzoylamino)-3-isopropyl-2-oxo-1-piperidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-{({3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester; and

(1*R*)-1-{((3-isopropyl-3-{((3-methylphenyl)sulfonyl)amino}-2-oxo-1-piperidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

(1*R*)-1-({(2*S*)-3-cyclohexyl-2-(3-isopropyl-3-({(2*S*)-3-methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl}amino)-2-oxo-1-pyrrolidinyl)propanoyl}amino)-3-butenylboronic acid;

(1*R*)-1-({(2*S*)-3-cyclohexyl-2-(3-isopropyl-3-({(2*S*)-3-methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl}amino)-2-oxo-1-piperidinyl)propanoyl}amino)-3-butenylboronic acid;

(1*R*)-1-(({3-((methylsulfonyl)amino)-2-oxohexahydro-1*H*-azepin-1-yl}acetyl)amino)propylboronic acid (+)-;

(1*R*)-1-{((2*S*)-2-(3-amino-3-isopropyl-2-oxo-1-pyrrolidinyl)-3-cyclohexylpropanoyl)amino}propylboronic acid;

1*R*)-1-(((2*S*)-2-{3-(((1,1'-biphenyl)-4-ylsulfonyl)amino)-3-isopropyl-2-oxo-1-pyrrolidinyl}-3-cyclohexylpropanoyl)amino)propylboronic acid;

(1*R*)-1-{((2*S*)-3-cyclohexyl-2-(3-isopropyl-2-oxo-3-{((4-propylphenyl)sulfonyl)amino}-1-pyrrolidinyl)propanoyl)amino}propylboronic acid;

(1*R*)-1-(((2*S*)-3-cyclohexyl-2-{3-isopropyl-3-((1-naphthylsulfonyl)amino)-2-oxo-1-pyrrolidinyl}propanoyl)amino)propylboronic acid;

(1*R*)-1-(((2*S*)-2-{3-((anilinocarbonyl)amino)-3-isopropyl-2-oxo-1-pyrrolidinyl}-3-cyclohexylpropanoyl)amino)propylboronic acid;

(1*R*)-1-{((3-{((benzyloxy)carbonyl)amino}-3-isopropyl-2-oxo-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid;

(1*R*)-1-{((3-amino-3-isopropyl-2-oxo-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-hydrochloride;

(1*R*)-1-{({3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-pyrrolidinyl}(phenyl)acetyl)amino}propylboronic acid;

(1*R*)-1-{((3-isopropyl-2-oxo-3-{((4-propylphenyl)sulfonyl)amino}-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid;

(1*R*)-1-{((2*S*)-2-(3-{((benzyloxy)carbonyl)amino}-3-isopropyl-2-oxo-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid;

(1*R*)-1-{((2*S*)-2-(3-amino-3-isopropyl-2-oxo-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid hydrochloride;

(1*R*)-1-(((2*S*)-2-{3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-pyrrolidinyl}-4-methylpentanoyl)amino)propylboronic acid;

(1*R*)-1-{((2*S*)-2-(3-isopropyl-2-oxo-3-{((4-propylphenyl)sulfonyl)amino}-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid;

(1*R*)-1-({(2*S*)-3-cyclohexyl-2-(3-ethyl-3-({(2*S*)-3-methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl}amino)-2-oxo-1-pyrrolidinyl)propanoyl}amino)-3-butenylboronic acid;

(1*R*)-1-{((2*S*)-2-(3-{((benzyloxy)carbonyl)amino}-3-isopropyl-2-oxo-1-piperidinyl)-3-cyclohexylpropanoyl)amino}propylboronic acid;

(1*R*)-1-{({3-((tert-butoxycarbonyl)amino)-3-isopropyl-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid;

(1*R*)-1-{((3-amino-3-isopropyl-2-oxo-1-piperidinyl)(phenyl)acetyl)amino}propylboronic acid hydrochloride;

(1*R*)-1-{({3-isopropyl-3-((methoxycarbonyl)amino)-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid;

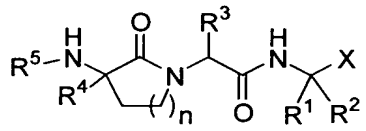
(1*R*)-1-{((3-(benzoylamino)-3-isopropyl-2-oxo-1-piperidinyl)(phenyl)acetyl)amino}propylboronic acid;

(1*R*)-1-{({3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid; and

(1*R*)-1-{((3-isopropyl-3-{((3-methylphenyl)sulfonyl)amino}-2-oxo-1-piperidinyl)(phenyl)acetyl)amino}propylboronic acid;

or a pharmaceutically acceptable salt form thereof.

8. A method for inhibiting proteasome which comprises contacting a mammal in need thereof with a therapeutically effective amount of a compound of Formula I:



(I)

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein:

the lactam ring of Formula (I) is substituted with 0-2 R^b;

X is selected from the group:

$B(OH)_2$, BY^1Y^2, and $C(=O)C(=O)NHR^{1a}$;

Y^1 and Y^2 are independently selected from:

a) -OH,

b) -F,

c) $-NR^{18}R^{19}$,

d) C_1-C_8 alkoxy, or

when taken together, Y^1 and Y^2 form:

e) a cyclic boron ester comprising from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

f) a cyclic boron amide comprising from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or

g) a cyclic boron amide-ester comprising from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

R^1 is selected from the group:

C_{1-10} alkyl substituted with 0-3 R^a;

C_{2-10} alkenyl substituted with 0-3 R^a;

C_{2-10} alkynyl substituted with 0-3 R^a; and

C_{3-6} cycloalkyl substituted with 0-3 R^a;

R^{1a} is selected from the group:

C_{1-10} alkyl substituted with 0-3 R^a;

C_{2-10} alkenyl substituted with 0-3 R^a;

C_{2-10} alkynyl substituted with 0-3 R^a; and

C_{3-6} cycloalkyl substituted with 0-3 R^a;

R^a is selected at each occurrence from the group:

C_{1-3} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CF_3, OH, =O, C_{1-6} alkoxy, SH, -S-C_{1-6} alkyl;

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

-O-$(CH_2)_q$-phenyl substituted with 0-3 R^b;

-O-$(CH_2)_q$-naphthyl substituted with 0-3 R^b; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group:
O, S, and N, and substituted with 0-3 R^b;

R^b is selected at each occurrence from the group:
C_{1-6} alkyl, Cl, F, Br, I, OH, C_{1-6} alkoxy, -CN, $-NO_2$, $C(O)OR^7$, NR^dR^d, CF_3, OCF_3, and C_{3-6} cycloalkyl;

R^2 is H;

alternatively, R^1 and R^2 combine to form a C_{3-5} cycloalkyl group;

R^3 is selected from the group:
C_{1-6} alkyl substituted with 0-2 R^a;
C_{2-6} alkenyl substituted with 0-2 R^a;
C_{2-6} alkynyl substituted with 0-2 R^a;
$-(CH_2)_q$-C_{3-6} cycloalkyl substituted with 0-2 R^a;
$-(CH_2)_q$-phenyl substituted with 0-2 R^a;
$-(CH_2)_q$-naphthyl substituted with 0-2 R^a; and
$-(CH_2)_q$-5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and substituted with 0-2 R^a;

R^4 is selected from the group:
H;
C_{1-6} alkyl substituted with 0-3 R^b;
phenyl substituted with 0-3 R^b;
benzyl substituted with 0-3 R^b; and
phenethyl substituted with 0-3 R^b;

R^5 is H or Q-R^{5a};

Q is 0, 1, 2, or 3 amino acids;

R^{5a} is selected from the group:
-S(O)R^6, -$S(O)_2R^6$, -C(O)R^6, -C(O)OR^8, -C(O)NHR^6, C_{1-3} alkyl-R^{6a}, C_{2-6} alkenyl-R^{6a}, and C_{2-6} alkynyl-R^{6a};

R^6 is selected from the group:
C_{1-6} alkyl substituted with 0-3 R^c;
phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c;
benzyl substituted with 0-3 R^c; and
5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, substituted with 0-3 R^c;

R^{6a} is selected from the group:
phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c;
benzyl substituted with 0-3 R^c; and
5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, substituted with 0-3 R^c;

R^c is selected at each occurrence from the group:
C_{1-4} alkyl, C_{1-4} alkoxy, CF_3, OCF_3, Cl, F, Br, I, =O, OH, phenyl, C(O)OR^7, NR^dR^d, -CN, and NO_2;

R^d is selected at each occurrence from the group:
H and CH_3;

R^7 is selected at each occurrence from the group:

H and C_{1-6} alkyl;

R^8 is selected from the group:

C_{1-6} alkyl, benzyl, and C_{3-6} cycloalkyl-methyl;

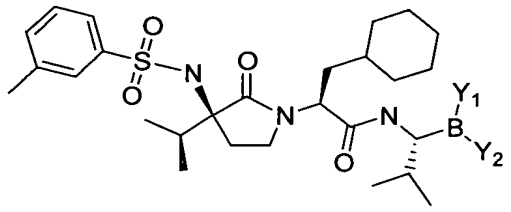
R^{18} and R^{19} at each occurrence are independently selected from H, C_1-C_4 alkyl, aryl(C_1-C_4 alkyl)-, and C_3-C_7 cycloalkyl;

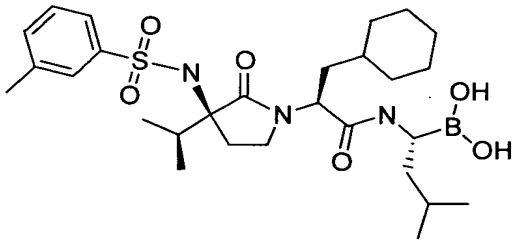
n is selected from the group:

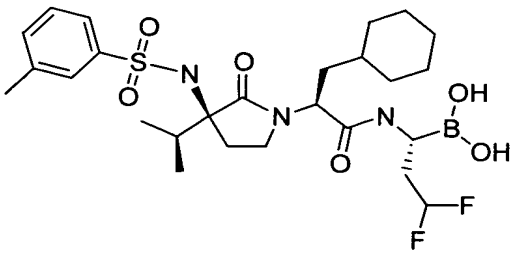
1, 2, and 3; and

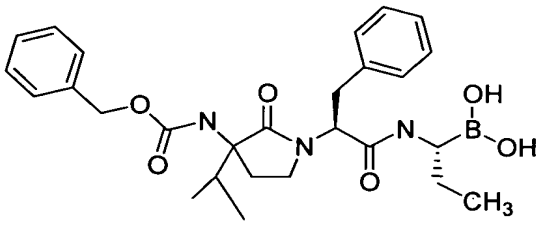
q is 0, 1, or 2.

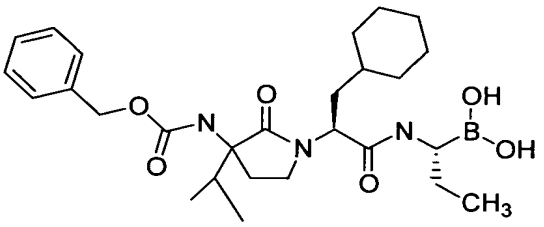
9. The method of claim 8 wherein said compound is one of the following:

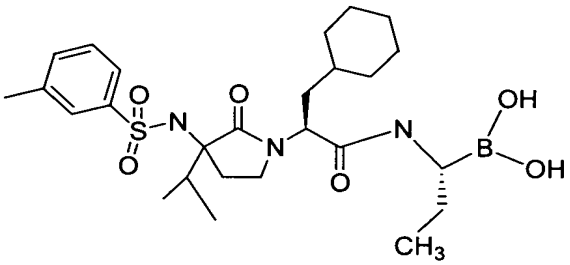












10. A pharmaceutical composition comprising a therapeutically effective amount of the compound of claim 1 and a pharmaceutically acceptable carrier.